

AMENDED AND RESTATED BYLAWS

OF

THE HOPE FOUNDATION

**Incorporated under the
Texas Non-Profit Corporation Act**

ARTICLE I

Name and Location

Section 1. Name. The name of this Corporation is The Hope Foundation.

Section 2. Registered Office and Agent. The Corporation shall at all times maintain a registered office and registered agent in the State of Texas. The Corporation shall maintain such additional registered office(s) and agent(s) as necessary to meet the requirements of other states where the Corporation may conduct business.

Section 3. Other Offices. Other offices and other facilities for the transaction of business shall be located at such places, either within or outside of the State of Texas, as the Board of Directors may from time to time determine.

ARTICLE II

Purpose

Section 1. Tax Exempt Corporation. The primary purposes for which the Corporation is organized are as follows:

To operate exclusively for religious, charitable, scientific, literary or educational purposes, either directly or by contributions to organizations that will use such funds for the exempt purposes under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, including in particular research, education and awareness connected with cancer morbidity and mortality as conducted by SWOG, and to engage in any and all lawful activities incidental to the foregoing purpose, except as restricted herein.

No part of the net earnings of the Corporation shall inure to the benefit of any director, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director, trustee or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including

the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under Sections 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

Section 2. Primary Support. The purpose of the Corporation shall be to support the activities and mission of SWOG. The Corporation shall support such activities and mission in the manner and on the terms determined by the Board of Directors, provided however, that all such activities must be exempt activities as defined by Section 1 of this Article II and the Internal Revenue Code.

ARTICLE III

Members or Shareholders

The Corporation shall not have members or shareholders.

ARTICLE IV

Board of Directors

Section 1. Powers. The property and affairs of the Corporation shall be managed, controlled and administered by the Board of Directors. The Board of Directors shall carry out the purposes of the Corporation and, subject only to the limitations imposed by law, the Articles of Incorporation and the Bylaws, may exercise all the powers of the Corporation.

Section 2. Number. The number of Directors constituting the Board of Directors shall be not less than nine (9), with no less than seven (7) voting Directors, nor more than twenty-one (21) as determined from time to time by the affirmative action of not less than a majority of the whole Board of Directors. The Board of Directors shall be comprised of individuals from the scientific and medical community as well as individuals from the business and civic community whose occupation or profession is not directly involved in medicine or clinical research. No decrease shall have the effect of reducing the term of any incumbent Director. The Directors shall be elected in the manner provided in Sections 4 and 5 of this Article.

Section 3. Initial Directors. The Directors named in the Articles of Incorporation shall constitute the Board of Directors until their successors are elected and qualify.

Section 4. Qualification. The Board of Directors shall consist of a balanced mix of persons with an understanding and appreciation of the mission of the Corporation and a strong commitment to support that mission. The Directors represent the Corporation and provide leadership in a manner designed to promote public understanding, goodwill and financial support of the mission. In order to assure board representation consistent with the Corporation's purpose of supporting the scientific mission of SWOG, the following qualifications shall exist:

a) The Group Chair of SWOG shall be a voting, *ex officio*, member of the Board of Directors by virtue of his or her office as Group Chair.

b) Three (3) Directors shall be appointed by the SWOG Board of Governors. If any person appointed by the SWOG Board declines to serve as a Director, the SWOG Board of Governors may designate a substitute Director to serve in the place of such person until the next Spring meeting of the SWOG Board of Governors. Directors appointed by the SWOG BOG shall have staggered terms according to the designated group of the Board as defined in Section 5 (a) below, each serving in one of the three Director groups. Director terms will begin after the adjournment of the SWOG BOG meeting at which they were elected.

c) In addition to the above-mentioned Directors, there shall be permanent representation by one (1) SWOG Statistical Center representative as nominated by the SWOG Group Statistician; one (1) SWOG National Clinical Oncology Research Program (NCORP) Research Base member, as nominated by the NCORP/SWOG Vice Chair. These Directors will hold voting membership, abiding by Sections 5 and 6 of the Article.

d) The SWOG Chief Administrative Officer shall be a nonvoting, *ex officio* member of the Board.

e) No fewer than three (3) Directors, nor more than 1/3, shall serve as voting representatives from professional and civil services outside of SWOG. These directors shall not be members of SWOG.

f) All remaining members of the Board of Directors shall be appointed by vote of the Board subject to the qualification of these Bylaws.

Section 5. Election.

a) With the exception of the 3 Directors appointed by the SWOG Board of Governors as described in Section 4(b) above, the Directors shall be elected by the Board of Directors of the Corporation at their annual Fall meeting. At each annual election, members will be elected or re-elected for *a* term of three (3) years. The 3-year term for newly elected or re-elected members begins after the

adjournment of the meeting. In order to distribute the exodus of prior members and election of new members across years, ensuring continuity to the Board, The Directors of the Corporation shall be divided into three groups defined by election year, with an approximately equal number of Directors in each group. The departing Directors' terms end following the adjournment of the meeting defining their term. Each Director may serve up to two consecutive terms.

b) All Directors except for those appointed by the SWOG Board of Governors shall be elected by the Board of Directors of the Corporation at the annual Fall meeting in the manner described in these Bylaws.

Section 6. Terms. Each member of the Board of Directors may serve up to two consecutive three-year terms. A Director is again eligible for election to the Board of Directors when one full year from date of initial term completion has transpired. This nomination or election will be made as referenced in Section 5.

Section 7. Vacancy. If a person appointed to the Board of Directors by the SWOG Board of Governors resigns or fails or refuses to serve as a member of the Board of Directors, the SWOG Board of Governors shall appoint a replacement at the following meeting of the SWOG Board of Governors. Any other vacancy in the Board of Directors may be filled by the remaining Directors at any regular or annual meeting or at a meeting of the Board of Directors specially called for that purpose. A Director thus elected to fill any vacancy shall hold office for the unexpired term of their predecessor, and until their successor is elected and qualifies.

Section 8. Annual Meetings. There shall be an annual meeting of the Board of Directors held at the same location and time as the fall meeting of SWOG, with the date and time to be set by the Board of Directors, at which meeting the Directors shall elect officers of the Corporation and transact such other business as may properly be brought before the meeting.

Section 9. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times as may be fixed from time to time by resolution of the Board of Directors.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the Executive Committee or by any three Directors.

Section 11. Notice. Notice of the time and place of the special meetings shall be given not less than three (3) days before the meeting, either personally, by email or by mailing such notice to each Director at their address as the same appears on the records of the Corporation. Such notice need not be given to any Director who shall attend such meeting in person, nor to any director who shall waive notice of such meeting, whether before or after such meeting. Except as otherwise expressly provided herein or by statute, notice of any meeting of the Board of Directors need not state the business to be transacted thereat.

Section 12. Quorum and Proxy. A quorum for the transaction of business by the Board of Directors shall be the presence of at least a majority of the number of voting Directors. The act of the majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically provided by law, by the Articles of Incorporation or by the Bylaws. The Directors present at any meeting, whether or not less than a quorum, by a majority vote may adjourn the meeting from time to time and a meeting may be held as adjourned without further notice, at which, if a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 13. Non-Voting Board Members. In addition to the voting member of the Board, there shall be three categories of nonvoting members of the Board, each with specific purpose and function. The individuals selected to serve in such capacities shall not diminish nor affect the number of voting members required for Board membership. Nonvoting members are invited to attend all regularly-scheduled Board meetings and may have the full right to engage in all matters discussed therein, except as otherwise noted.

a) Honorary Board Members. Persons of national or international stature who are willing to show their support for the mission and goals of the Corporation may be invited to join the Board as Honorary Board Members. These appointments should be limited to persons with national name recognition as celebrities in entertainment, sports, the arts, government, business and others who wish to support the Corporation by their influence, by donations or by creating opportunities for the Corporation, but whose personal participation as Directors may be limited. They will be kept up to date about Corporation plans and activities. They are invited to attend and participate in Board meetings, but they do not vote. The terms of appointment of Honorary Board Members is indefinite but an Honorary Board Members may be elected to or removed from the Board by a properly-conducted Board vote.

b) National Board Members. Persons who can contribute in significant ways to the Corporation and its needs and who support the Corporation mission and goals by their influence, by donations or by creating opportunities for the Corporation, but who may not be available to attend Board Meetings regularly or participate fully as regular Directors, may be invited to accept appointments as National Board Members. National Board Members will be invited to attend all Board Meetings, may be asked to serve on special committees of the Board and have the privileges of the floor but do not vote. The term of appointment of National Board Members is for a term of three (3) years.

c) Emeritus Board. The Board of Directors may elect persons to serve as an Emeritus Member of the Board to support the mission of the Corporation. Membership as an Emeritus Board Member is restricted to retired or past members of the Board of Directors who have provided distinguished service to the organization over a sustained period of time.

Nominations. Any standing member of the Board of Directors can nominate individuals for membership to the Emeritus Board. Nominations must be approved by a majority vote of the standing members of the Board of Directors.

Voting Rights. Emeritus Board members are not voting members of the Board.
Terms. Each Emeritus Board member may serve up to two consecutive three-year terms. An Emeritus Director is again eligible for election to the Board of Directors when one full year from date of initial term completion has transpired.
Meetings. Emeritus Board members are welcome to attend regular Board of Director meetings in a non-voting capacity but are not required to do so.
Duties and Responsibilities. The responsibilities of Emeritus Board members are to:

- a) Serve as advocates for the Corporation and its mission;
- b) Provide feedback to the Board of Directors and staff;
- c) Provide advice and technical expertise to the Board of Directors and staff;
- d) Assist in identifying and fostering relationships with others whose interest and support are important and beneficial to the Corporation; and
- e) Assist and advise the Board of Directors in fund-raising efforts, where appropriate.

Board Appointed Resources: The Board of Directors may appoint persons of national stature and unique ability in to Board Appointed Resources roles on a part or full-time basis to further the mission and programs of the Corporation. Such resources will be directed in terms of scope and accountabilities by the Board of Directors and will make formal reports of progress to the Board annually.

Section 14. Appointment of Committees. The Board of Directors may appoint an Executive Committee, Audit Committee, Finance Committee and such other committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of the Corporation. The appointment by the Board of an Executive Committee and any other committee having the authority to act on behalf of the Board shall be by resolution adopted by the majority of Directors then in office. A majority of the members of the Executive Committee and any other committee having authority of the Board shall be Directors of the Corporation.

Section 15. Powers and Authority of Committees. The Board of Directors may delegate to any committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except the following:

- a) The approval of any action for which the Texas Non-profit Corporation Act also requires the approval of Directors of the Corporation, in which event the approval of the Board of Directors shall be required.
- b) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- c) The fixing of compensation of the Directors for serving on the Board or on any committee.

- d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- f) The appointment of committees of the Board or the members thereof.

Section 16. Executive Committee.

a) Establishment of Executive Committee. Pursuant to the specific power of the Board to establish committees and delegate responsibilities as it sees fit, the Board hereby establishes an Executive Committee. The Board retains its responsibilities and authority to function as the governing body of the Corporation but delegates authority to take necessary and appropriate actions between regular Board meetings to the Executive Committee. The Executive Committee shall report on its actions and shall make recommendations to the full Board on matters that significantly and substantively affect the Corporation. The Executive Committee is responsible, *inter alia*, for Corporation policies, daily operations including supervision and evaluation of the Chief Executive Officer with annual performance appraisals and compensation review, long-range plans and the review and approval of budget proposals.

b) Frequency of Meetings Authority and Quorum. The Executive Committee shall meet periodically and is empowered by the Board to take actions on all matters requiring attention between regularly scheduled annual Board meetings. The Executive Committee is required to report all such actions to the Board at the regular Board meetings, however, any action adopted by the Executive Committee shall be deemed to be with the full authority of the Board. Any actions requiring full Board vote between regularly scheduled meetings, as set forth in Section 15 above, can be implemented through the procedures outlined herein under Section 19.

c) Selection. The Executive Committee shall consist of three (3) or four (4) members. The Committee shall consist of (i) the Chair of the Corporation; (ii) (iii) the President and CEO of the Corporation (iii) the Secretary of the Corporation. If not serving in one of these three positions, the Chair of SWOG shall serve as the fourth member of the Executive Committee.

Section 17. Audit Committee. The Audit Committee shall consist of not less than three (3) Directors. No officer shall be eligible to serve on the Audit Committee. The Audit Committee shall recommend to the Board of Directors the designation of an independent auditor to certify the financial statements of the Corporation and have such other duties as shall be set forth in the charter for the Committee. Audit Committee members will be appointed by the President and approved by the Board of Directors.

Section 18. Finance/Budget Committee. The Finance Committee shall consist of not less than three (3) no more than six (6) members. The current SWOG Chair will be appointed to the Finance Committee, and all other members need not be directors but at least two (2) members shall be persons of financial or investment expertise. There shall be one *ex officio* member who shall be the Treasurer. All members of the Finance Committee

shall be appointed by the full Board with the exception of the Treasurer. Acting within the scope of policy guidelines established by the Board of Directors, the Committee shall have charge of the finances of the Corporation, including investment of funds of the Corporation. The Committee may employ investment or other counsel and may delegate authority to purchase or sell securities of the Corporation to such investment counsel or to any officer or employee of the Corporation, subject to such limitations as the Committee may impose.

Section 19. Action without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all the members of the Board of Directors, and such consent shall have the same force and effect as a unanimous vote at a meeting. Any action required or permitted to be taken at any meeting of any committee designated by the Board of Directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all the members of such committee, and such consent shall have the same force and effect as a unanimous vote at a meeting.

Section 20. Participation by Conference Telephone. Members of the Board of Directors or members of any committee designated by the Board of Directors may participate in and hold a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE V

Officers

Section 1. Election. The Chair, Vice Chair, Treasurer and Secretary shall be appointed by the Board of Directors, each to serve a term of two (2) years, with a maximum of two consecutive 2-year terms. Such elections shall occur every other year at the annual meeting in advance of the expiration of the then-serving officer's terms. Any two of such offices may be held by the same person; except that the same person shall not hold the two offices of Chair and Secretary. The Directors may currently, or from time to time, elect one or more emeritus members, honorary officers and such additional Vice Chairs, Assistant Treasurers and Assistant Secretaries as may seem appropriate.

Section 2. Chair. The Chair shall preside at all meetings of the Board of Directors and is responsible for proposing agendas and direction of the Board. The Chair shall have general supervision of the strategic and scientific affairs of the corporation and shall make reports to the Board of Directors at meetings and other times as necessary to keep Directors informed of corporation activities. The Chair may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Foundation or shall be required by law to be otherwise signed or executed. The

Chair shall in general perform all duties as from time to time may be assigned to them by the Board of Directors.

Section 3. Vice Chair. The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair and assume such other duties and responsibilities as may be assigned him by the Chair of the Corporation.

Section 4. Section 4. President. The President shall have authority and responsibility for general and active management of the business of the Corporation as an ex-officio member and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be the chief executive officer of the Corporation. As determined by resolution of the Board of Directors, the President shall execute all contracts, mortgages, conveyances or other legal instruments in the name of and on behalf of the Corporation, but this provision shall not prohibit the delegation of such powers by the Board of Directors to some other officer, agent or attorney-in-fact of the Corporation.

Section 5. Treasurer. The Treasurer shall have general supervisory powers over the assets and liabilities of the Corporation and over its financial officers. The Treasurer may prescribe accounting practices, including controls over expenditures and commitments. The Treasurer shall see that true and suitable cash, check and bank books are kept, and shall keep account of all assets and liabilities, and shall perform all other duties incident to this office and such other duties as may be assigned to him by the Board of Directors or the Chair.

Section 6. Secretary. The Secretary shall review and provide signatures on bank or legal documents as requested by the Board Chair, President or Board of Directors and shall perform all other duties incident to the Secretary's office, and such other duties as may be assigned to them by the Board of Directors or the Chair.

Section 7. Term. All officers shall hold office for a period of two (2) years or, if shorter, a period of time concomitant with the election cycles of the Group Chair of SWOG. All officers shall serve at the pleasure of the Board of Directors or until their respective successors have been elected and have qualified. Should the term of an elected officer as a board member expire prior to completion of the elected officer term, the Board may approve the extension of membership on the Board of Directors through the end of the current elected officer term.

Section 8. Assistant Officers. Assistant officers and assistants to officers may be designated from time to time by the Board of Directors. Such assistants may receive compensation for their services in amounts to be fixed from time to time by the Board of Directors. A banking corporation may be designated as Assistant Treasurer.

ARTICLE VI

General Provisions

Section 1. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 2. Seal. The Corporation shall have a seal and said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. Any officer of the Corporation shall have authority to affix the seal to any document requiring it.

Section 3. Status of Corporation. The Board of Directors shall present at each Annual Meeting of the Board of Directors a full and clear statement of the business and condition of the Corporation.

Section 4. Agents. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances.

Section 5. Checks. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or the Secretary and countersigned by the President or Chair of the Corporation.

Section 6. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7. Acceptance of Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of the Corporation.

Section 8. Resignation. Any Director or officer may resign at any time by giving written notice to the Chair or the Secretary. Such resignation shall take effect at the time specified therein or, if no date be specified, on the date of its receipt.

ARTICLE VII

Indemnification of Directors and Officers and Insurance

Section 1. Indemnity. To the extent permitted by applicable law and except as provided in Section 2 of this Article, the Corporation shall indemnify and hold harmless any director or officer for: (i) costs and expenses (including attorney's fees); (ii) amounts paid in settlement; (iii) judgments; and (iv) fines actually and necessarily incurred by him

or her in connection with any claim asserted against him or her by reason of his or her being or having been a director or officer of the Corporation.

Section 2. Determination of Liability. It is intended that the provisions of Sections 1 of this Article be self-executing and have the force of a contractual indemnification. As a matter of corporate decision making, however, any determinations required to be made under Section 1 of this Article shall be made by a majority vote of a quorum consisting of directors who were not named as defendants or respondents in the relevant proceeding.

Section 3. Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is, or has been, a director or officer of the Corporation against any liability incurred by him or her in such position, whether or not the Corporation would otherwise be empowered to indemnify him or her against such liability under this Article.

ARTICLE VIII

Conflicts of Interest

Section 1. Definition and Disclosure. A Director shall be considered to have a conflict of interest if (a) such Director has existing or potential financial or other interests which impair or might reasonably appear to impair such Director's independent, unbiased judgment in the discharge of their responsibilities to the Corporation; or (b) such Director is aware that a member of their family (which for purposes of this Article shall be a spouse, parents, siblings, children and any other relative if the latter resides in the same household as the Director) or any organization of which such Director (or member of their family) is an officer, director, employee, member, partner, trustee, or controlling stockholder has such existing or potential financial or other interests. All Directors shall disclose to the Board of Directors any possible conflict of interest at the earliest practical time. No Director shall vote on any matter under consideration at a Board or Committee meeting in which such Director has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Director having a conflict of interest abstained from voting. Any Director who is uncertain whether a conflict of interest may exist in any matter may request the Board or Committee to address the question by majority vote.

ARTICLE IX

Bylaws

Section 1. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular meeting or at any special meeting called for that purpose, provided that notice of the proposed amendment is sent to all Directors not less than three (3) days before the meeting.

Section 2. Texas Law. It is expressly recognized that when the Bylaws are silent as to the manner of performing any corporate function, the provisions of the Texas Non-Profit Corporation Act shall control.

END OF BYLAWS

Amended and Restated as of March 10, 2014

Amended and Restated as of August 17, 2015

Amended and Restated as of April 26, 2017

Amended and Restated as of August 3, 2018